Level 14, Suite 14.01
100 William Street
Woolloomooloo, NSW 2011
Australia
Telephone (+61) 2 9053 6753

TZ Limited
ABN 26 073 979 272

www.tz.net

ASX Announcement and Media Release
13 August 2026

Listing Rule 10.1 Breach and Remedial Action

(ASX:TZL)

TZ Limited (**"TZL" or the "Company"**) (ASX: TZL) advises that ASX has notified the Company that, in ASX's view, the Company breached Listing Rule 10.1 in connection with amendments made on or about 9 December 2022 to its secured Debenture Facility Agreement (Agreement) with First Samuel Limited (First Samuel), a substantial shareholder of the Company at the relevant time, including an increase in the facility limit from $2.5 million to $3.5 million.

Background of Facility
First Samuel has been a long-term financier and substantial shareholder of the Company since 2017.

In 2021, shareholders approved under Listing Rule 10.1 the grant of security in favour of First Samuel in connection with a new secured debenture facility. That approval was sought following ASX's identification of an earlier breach of Listing Rule 10.1 in relation to the Company's financing arrangements with First Samuel. As described in the Company's Notice of Meeting dated 16 July 2021, the approved facility comprised a secured debenture facility for $2.5 million maturing on 31 July 2022.

The security granted in favour of First Samuel extended over all present and future assets of the Company.

Subsequent Amendments
ASX identified, following its review, that amendments made to the facility on or about 9 December 2022 raised a Listing Rule 10.1 issue and subsequently notified the Company of its view that Listing Rule 10.1 had been breached. The amendments included:

- increasing the facility limit from approximately $2.5 million to approximately $3.5 million; and
- extending the maturity date from 31 July 2022 to January 2024.

The security granted in favour of First Samuel remained in place following the 2021 shareholder approval and the December 2022 amendments to the Agreement. The Company has subsequently negotiated extensions for repayment of principal and interest by variation and amendment deeds.

Listing Rule 10.1 Breach

The shareholder approval obtained in 2021 under Listing Rule 10.1 related to the specific $2.5 million secured debenture facility described in the Company's 16 July 2021 Notice of Meeting. It did not constitute approval for the subsequent increase in the facility to $3.5 million.

In particular, ASX has determined that the further advance of $1 million on or about 9 December 2022, which was covered by the existing security, constituted a separate transaction for the purposes of Listing Rule 10.1 and required shareholder approval under Listing Rule 10.1.

Accordingly, ASX has identified that TZL breached Listing Rule 10.1.

Remedial Action

To address the breach of Listing Rule 10.1, TZL proposes to seek shareholder approval under Listing Rule 10.1 for the grant and continuation of the security over the Company's assets in connection with the increased debenture facility and for the continuation of that security for so long as the relevant facility remains outstanding.

The Company will engage an appropriately qualified independent expert to prepare an Independent Expert's Report addressing the matters required under Listing Rule 10.5, including the opinion required for the purposes of Listing Rule 10.5.10.

The Company expects to convene a general meeting of shareholders as soon as practicable to seek the required approval. A Notice of Meeting complying with Listing Rule 10.5 will be prepared and provided to ASX for review prior to dispatch, as required.

TZL continues to engage constructively with ASX and will update the market in accordance with its continuous disclosure obligations.

Arrangements to Comply with Listing Rule Obligations

TZL is reviewing and strengthening its governance and compliance procedures to ensure that transactions potentially involving Listing Rule 10.1 or other Chapter 10 requirements are identified and considered before commitments are entered into. The enhanced framework includes:

- Consultation with external legal advisers before entering into transactions that may involve Chapter 10 or related party provisions;
- Independent Board review to consider whether shareholder approval is required before relevant commitments are entered into;
- Mandatory review by the Company Secretary of the Listing Rule implications of significant transactions before execution; and

- Enhanced monthly Board reporting to identify and review transactions that may require approval under the Listing Rules.

[ENDS]

Authorised for release by the board of directors of TZ Limited.

Peter Graham
Chairman
TZ Limited

p.graham@tz.net
+61 412 225 616